



NORTHBROOK CORPORATION

May 19, 1986

Mr. James H. Bayne
Secretary

Interstate Commerce Commission
Washington, DC 20423 INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 14701-B Filed 1425

MAY 23 1986 - 10 45 AM

No. 6-143A017
Date MAY 23 1986
Fee \$ 10.00

ICC Washington, D. C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code and the regulations thereunder are the original and one copy of Amendment to Management Contract, a secondary document under the Management Contract dated as of June 1, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14701.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation
2215 Sanders Road, Suite 370
Northbrook, IL 60062
Attention: President

Owner: Trans Union Leasing Corporation
Suite 999
222 West Adams Street
Chicago, IL 60606
Attn: President

A general description of railroad equipment covered by the enclosed document is as follows:

Eighteen (18) open-top hopper railcars bearing the identification mark UMPX

Two (2) open-top hopper railcars bearing the identification mark WSOR

Two (2) open-top hopper railcars bearing the identification mark UMP

Two (2) open-top hopper railcars bearing the identification mark BDMX

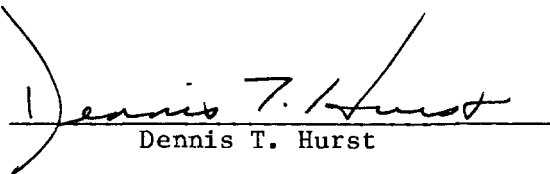
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne
Interstate Commerce Commission
May 19, 1986
Page 2

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

By 
Dennis T. Hurst

DTH:pb
encl.

SENT VIA: Certified Mail

Interstate Commerce Commission

Washington, D.C. 20423

5/23/86

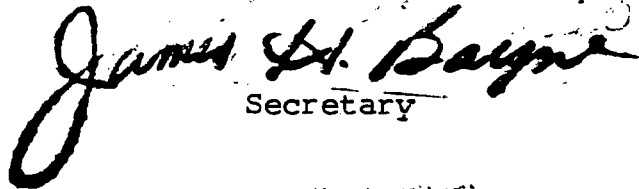
OFFICE OF THE SECRETARY

Sharon Schumacher
Northbrook Corporation
2215 Sanders Rd. Suite 370
Northbrook, Illinois 60062

Dear Ms. Schumacher:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/23/86 at 10:45am and assigned recordation number(s). 14701-B

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

STATE OF ILLINOIS)

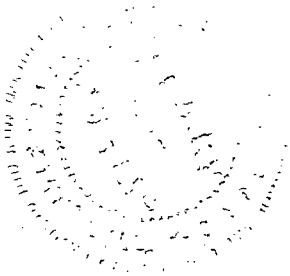
COUNTY OF COOK)

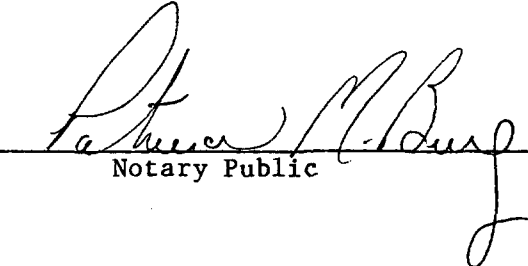
RECORDATION NO. 14701B Filed 1425

MAY 23 1986 -10 45 AM

INTERSTATE COMMERCE COMMISSION

On this 19th day of May, 1986, I hereby certify that I have compared the attached copy of Amendment to Management Contract between Northbrook Corporation and Trans Union Leasing Corporation dated May 13, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.




Notary Public

My Commission Expires Nov. 5, 1988

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of June 1, 1985

Between

Trans Union Leasing Corporation
as Owner

AND

Northbrook Corporation
as Manager

AMENDMENT TO
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 13th day of May, 1986 and amends that certain Management Contract dated as of June 1, 1985 (the "Agreement") between Trans Union Leasing Corporation (the "Owner") and Northbrook Corporation (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14701 on June 11, 1985; and

WHEREAS, the parties hereto now desire to amend the Management Contract as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Contract covers certain open-top hopper railroad cars (the "Equipment") more fully described on Exhibit A to the Agreement. The parties hereto agree that the Manager may change the equipment numbers on certain items of Equipment and that the Agreement and Exhibit A thereto are hereby amended to change the equipment numbers for the following items of Equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to Equipment number</u>
UMP 6599	UMPX 6599, effective 4-7-86
UMP 6550	UMPX 6550, effective 4-7-86
UMP 6557	UMPX 6557, effective 4-7-86
UMP 6590	UMPX 6590, effective 4-7-86
UMP 6435	UMPX 6435, effective 4-7-86
UMP 6595	UMPX 6595, effective 4-7-86
UMP 6488	UMPX 6488, effective 4-7-86
UMP 6564	UMPX 6564, effective 4-7-86
UMP 6520	UMPX 6520, effective 4-7-86
UMP 6524	UMPX 6524, effective 4-7-86
UMP 6480	UMPX 6480, effective 4-7-86
UMP 6567	UMPX 6567, effective 4-7-86
UMP 6579	UMPX 6579, effective 4-7-86
UMP 6437	UMPX 6437, effective 4-7-86
WSOR 6574	UMPX 6574, effective 4-7-86
WSOR 6499	UMPX 6499, effective 4-7-86
WSOR 6466	UMPX 6466, effective 4-7-86
WSOR 6445	UMPX 6445, effective 4-7-86

2. Effective April 14, 1986 the items of Equipment bearing the identification number WSOR 6553 and UMP 6547 shall be deleted from Exhibit A and no longer subject to the terms and conditions of the Management Contract. Effective December 22, 1985 the items of Equipment bearing the identification number UMP 6580 and WSOR 6505 shall be deleted from Exhibit A and no longer subject to the terms and conditions of the Management Contract.

3. Effective April 14, 1986 the open top hopper railroad cars bearing the identification number BDMX 177 and BDMX 178 are added to Exhibit A and are deemed to be a part of the original Management Contract.

4. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

NORTHBROOK CORPORATION

By

Dennis T. Hurst
Title: Executive Vice President -
Finance

ATTEST:

Carmen Montano

TRANS UNION LEASING CORPORATION

By

DR

Title: VP

ATTEST:

Christie M. Galo

STATE OF Illinois)
COUNTY OF Cook)

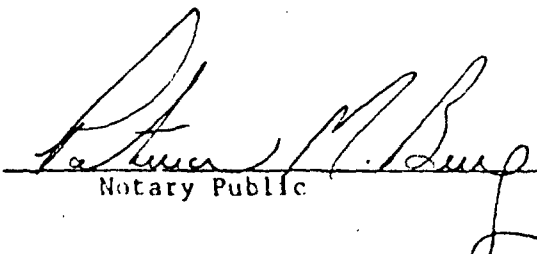
On this 16th day of May, 19 86,
before me personally appeared J. Ronald Stone, to me
personally known, who, being by me duly sworn, said that he/she is an
authorized officer of Pana-Union Lacing Corporation
that one of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors and he/she
acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

Kathleen K. Mulcahy
Notary Public

My commission expires
COMMISSION EXPIRES
JULY 28, 1986

STATE OF Illinois)
COUNTY OF Cook)

On this 13th day of May, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires Nov. 5, 1988
